

RECORDATION NO. 21654-F
FILED

AUG 30 '11 12 45 PM

SURFACE TRANSPORTATION BOARD

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August 30, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, Sublease, Loan and Security Agreement and Equipment Pledge Agreement Termination, dated as of August 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and termination and relates to the Memorandum of Equipment Lease previously filed with the Board under Recordation Number 21654.

The names and addresses of the parties to the enclosed document are:

Lender	AIG-FP (Cayman) Limited PO Box 309 Grand Cayman, Cayman Islands B W I
Lessor.	METRA 1998-ML-T Trust c/o Wilmington Trust Company 1100 N Market St Wilmington DE 19890

Ms Cynthia T Brown
August 30, 2011
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Lessee. Commuter Rail Division of the
Regional Transportation Authority (METRA)
547 W Jackson Blvd
Chicago, Illinois 60661

A description of the railroad equipment covered by the enclosed document
is

43 gallery cab cars, numbered 8401-8443

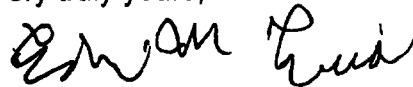
A short summary of the document to appear in the index is:

Memorandum of Lease, Sublease, Loan and Security Agreement and
Equipment Pledge Agreement Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria", written in a cursive style.

Edward M Luria

EML/bhs
Enclosures

AUG 30 '11 -12 45 PM

SURFACE TRANSPORTATION BOARD

EXECUTION COPY

MEMORANDUM OF LEASE, SUBLEASE, LOAN AND SECURITY AGREEMENT AND EQUIPMENT PLEDGE AGREEMENT TERMINATION, dated as of August 30, 2011, by and among Commuter Rail Division of the Regional Transportation Authority ("Metra"), METRA 1998-NL-C Trust (the "Trust"), by Wilmington Trust Company, not in its individual capacity, but solely as Trustee (the "Trustee") and AIG-FP Funding (Cayman) Limited (the "Lender") (together with Metra and the Trust, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (as such term is defined below).

WHEREAS, Metra, as head lessor, and the Trust, as head lessee, entered into that certain Lease Agreement (1998-NL-C), dated as of September 18, 1998 (the "Lease"), a Memorandum of which was recorded with the Surface Transportation Board ("STB") on September 18, 1998, at 3:56 p.m. under Recordation No. 21654 covering the Equipment described therein as supplemented by the filing of each of the other documents listed on Exhibit A hereto duly filed with the STB on the dates and at the times specified on Exhibit A hereto.

WHEREAS, the Trust, as sublessor, and Metra as sublessee, entered into that certain Sublease Agreement (1998-NL-C), dated as of September 18, 1998 (the "Sublease"), a Memorandum of which was recorded with the STB on September 18, 1998 at 3:56 p.m. under Recordation No. 21654-B;

WHEREAS, the Trust and the Lender entered into that certain Loan and Security Agreement (1998-NL-C), dated as of September 18, 1998, (the "Loan Agreement"), a Memorandum of which was recorded with the STB on September 18, 1998 at 3:56 p.m. under Recordation No. 21654-D;

WHEREAS, Metra and the Trust entered into that certain Equipment Pledge Agreement (1998-NL-C), dated as of September 18, 1998 (the "Equipment Pledge"), a Memorandum of which was recorded with the STB on September 18, 1998 at 3:56 p.m. under Recordation No. 21654-E.

Effective as of the date hereof, the Lease and the Sublease are terminated and the Liens of the Loan Agreement and the Equipment Pledge are released. This document constitutes a release of all interests, claims, liens or encumbrances with respect to all railroad equipment at any time covered by the Lease, the Sublease, the Loan Agreement and the Equipment Pledge and all supplements thereto identified in the primary and secondary filings made under Recordation No. 21654.

The Parties are filing this Memorandum of Lease, Sublease, Loan and Security Agreement and Equipment Pledge Agreement Termination with the STB pursuant to 49 USC Section 11301(a). This Memorandum of Lease, Sublease, Loan and Security Agreement and

Equipment Pledge Agreement Termination is executed without prejudice to the rights or obligations of the Parties under the Lease, the Sublease, the Loan Agreement or the Equipment Pledge or the termination agreement among the Parties.

* * * * *

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

METRA 1998-NL-C TRUST by and through
WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as Head
Lessee, Sublessor, Borrower and Pledgee

By: 
Name: Chad May
Title: Financial Services Officer

*Memorandum of Lease, Sublease, Loan and Security Agreement and Equipment Pledge Agreement Termination
(signature page)*

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

AIG-FP FUNDING (CAYMAN) LIMITED,
as Lender

By: 

Name:

Title:

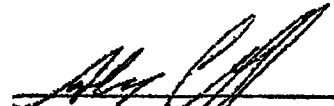
Mark S. Balkan
Chief Financial Officer

*Memorandum of Lease, Sublease, Loan and Security Agreement and Equipment Pledge Agreement Termination
(signature page)*

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum

COMMUTER RAIL DIVISION OF THE
REGIONAL TRANSPORTATION
AUTHORITY, as Head Lessor, Sublessee
and Pledgor

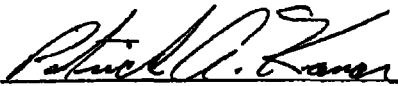
By:


Name: ALISTAROSE O. CLIFFORD
Title: EXECUTIVE DIRECTOR/CEO

*Memorandum of Lease, Sublease, Loan and Security Agreement and Equipment Pledge Agreement Termination
(signature page)*

STATE OF DELAWARE)
COUNTY OF New Castle) SS.

On this 24 day of August, 2011, before me personally appeared Chad May, to me personally known, who, by me being duly sworn, says that he/she is Financial Services Officer of Wilmington Trust Company, as Trustee, and that the foregoing instrument was signed on behalf of said Delaware trust company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company, not in its individual capacity, but solely as trustee of METRA 1998-NL-C Trust.


Notary Public

My commission expires



PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

STATE OF CONNECTICUT)
) SS: Wilton
COUNTY OF FAIRFIELD)

On this 23rd day of August, 2011, before me personally appeared Mark B. Pfeiffer to me personally known, who, by me being duly sworn, says that he/she is Chief Financial Officer of AIG-FPA (CAYMAN) LIMITED, that the foregoing instrument was signed on behalf of said Cayman Islands company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company


Notary Public

My commission expires

SUSAN PORRITT-ATKINSON
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 5/31/2015

STATE OF ILLINOIS

)

) SS.:

COUNTY OF COOK

)

On this 25th day of August, 2011, before me personally appeared Alexander D. Clifford, to me personally known, who, by me being duly sworn, says that he/she is Executive Director / CEO of Commuter Rail Division of the Regional Transportation Authority, that the foregoing instrument was signed on behalf of said division by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said division.



Notary Public

My commission expires



**Exhibit A to
Memorandum of Lease, Sublease, Loan
and Security Agreement and Equipment
Pledge Agreement Termination**

FILINGS WITH THE STB

1. Memorandum of Lease Agreement (1998-NL-C) entered into on September 18, 1998 between Commuter Rail Division of the Regional Transportation Authority ("Metra") and METRA 1998-NL-C Trust (the "Trust") by Wilmington Trust Company, not in its individual capacity but solely as Trustee filed with the STB on September 18, 1998 under Recordation Number 21654.
2. Memorandum of Lease Supplement (1998-NL-C) entered into on September 18, 1998 between Metra and the Trust, filed with the STB on September 18, 1998 under Recordation Number 21654-A.
3. Memorandum of Sublease Agreement (1998-NL-C) entered into on September 18, 1998 between Metra and the Trust, filed with the STB on September 18, 1998 under Recordation Number 21654-B.
4. Memorandum of Sublease Supplement (1998-NL-C) entered into on September 18, 1998 between Metra and the Trust, filed with the STB on September 18, 1998 under Recordation Number 21654-C.
5. Memorandum of Loan and Security Agreement (1998-NL-C) entered into on September 18, 1998 between the Trust and AIG-FP Funding (Cayman) Limited, filed with the STB on September 18, 1998 under Recordation Number 21654-D.
6. Memorandum of Equipment Pledge Agreement (1998-NL-C) entered into on September 18, 1998 between Metra and the Trust, filed with the STB on September 18, 1998 under Recordation Number 21654-E.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 8/30/11

Edward M Luria
Edward M Luria